

Charter of the Nomination and Corporate Governance Committee of NN Group N.V.¹

ANNEX 6 to the Charter of the Supervisory Board of NN Group N.V.

1. NOMINATION RESPONSIBILITIES

- 1.1 The Nomination and Corporate Governance Committee shall assist the Supervisory Board with the performance of its duties pursuant to articles 1.4(hh), 1.4(ii), 1.4(nn)(i)-(v) and (vii)-(ix) and 1.4(oo)(i)-(vii) and (ix), 2.4(e), 3, 4, and 5.2 of the Supervisory Board Charter (**Nomination Duties SB**). To that effect it shall prepare the discussion and the decision-making within the Supervisory Board by monitoring, reviewing, assessing and/or discussing the relevant items, report its findings and recommend any actions to be taken by the Supervisory Board with respect to these items.
- 1.2 The duties and responsibilities of the Nomination and Corporate Governance Committee with respect to the **Nomination Duties SB** shall in any event include:
- (a) supervising the policy of the Executive Board on the selection criteria and appointment procedures for Identified Staff;
 - (b) preparation of the designation of a CEO, CFO, Chair, Vice-Chair and Committee members;
 - (c) drafting selection criteria and appointment procedures for Supervisory Board members and Executive Board members;
 - (d) making proposals for the nomination for appointment or reappointment of members of the Executive Board and of the Supervisory Board, with due observation of the criteria established in the Profile of the Supervisory Board, Profile of the Executive Board and Management Board, the Diversity Policy and any succession plan;
 - (e) making recommendations for the individual profile for the appointment of new Supervisory Board members and the profile for the appointment of a Chair and Vice-Chair, referred to in article 3.6 and 3.7 of the Supervisory Board Charter;
 - (f) making recommendations for the removal and retirement of members of the Executive Board;
 - (g) preparation of a succession plan for the Supervisory Board members and the Executive Board members (including in a crisis scenario) and management development principles;
 - (h) preparation of the decision-making process of the Supervisory Board on the acceptance by a member of the Executive Board of the membership of the supervisory board of a company;
 - (i) monitoring the outside positions of Supervisory Board members.
- 1.3 In connection with the foregoing duties and responsibilities with respect to the **Nomination Duties SB**, the Nomination and Corporate Governance Committee shall at least annually review, assess and report its findings to and recommend any actions to be taken by the Supervisory Board regarding:
- (a) the Diversity Policy;
 - (b) the (evaluation of the) functioning of the Executive Board and its individual Executive

¹ Any defined terms in this Charter shall have the meaning ascribed to them in Annex 1 (List of definitions) to the Charter of the Supervisory Board of NN Group N.V.

Board members and report their findings to the Supervisory Board;

- (c) the (evaluation of the) functioning of the Supervisory Board, its Committees and individual Supervisory Board members and report their findings to the Supervisory Board;
- (d) the management-development status, succession plans for key positions on the Executive Board as well as general talent readiness of the organisation;
- (e) the size and composition of the Supervisory Board, the Profile of the Supervisory Board and the Supervisory Board rotation schedule;
- (f) the size and composition of the Executive Board and the Profile of the Executive Board and Management Board.

2. CORPORATE GOVERNANCE RESPONSIBILITIES

2.1 The Nomination and Corporate Governance Committee shall assist the Supervisory Board with the performance of its duties pursuant to articles 1.4(g), 1.4(f)(ii), 1.4(aa), 1.4(bb), 1.4(dd), 1.4(ee), 1.4(gg), 1.4(nn)(vi) and 1.4(oo)(viii) of the Supervisory Board Charter (**Corporate Governance Duties SB**). To that effect it shall prepare the discussion and the decision making within the Supervisory Board, report its findings and recommend any actions to be taken by the Supervisory Board with respect to these items, developing sound corporate governance guidelines and best practices.

2.2 The duties and responsibilities of the Nomination and Corporate Governance Committee with respect to the **Corporate Governance Duties SB** shall in any event include assisting the Supervisory Board (with respect) to:

- (a) the preparation of the Annual Supervisory Board Report;
- (b) the relations between the Company and its Shareholders;
- (c) the preparation of the general meetings of the Company;
- (d) ensure that the corporate governance (structure) of the Company as a whole and the policy on which it is based is fully transparent and described in the Annual Report and to the General Meeting;
- (e) perform an annual evaluation of the corporate governance of the Company as a whole;
- (f) ensure the functioning of the Company's corporate governance structure, including its checks and balances, paying specific attention to the dynamics between the Executive Board and the Management Board;
- (g) ensure that an annual evaluation by the Supervisory Board of the corporate governance of the Executive Board and the governance relations between the Executive Board and the Supervisory Board takes place;
- (h) comply with statutory and legal requirements and regulations;
- (i) if and when applicable, taking measures to manage the Company if the Executive Board is unable to perform its duties;
- (j) advise the Supervisory Board with respect to its organisation and modus operandi and any proposed changes to the Charter of the Supervisory Board, the Charters of the Supervisory Board Committees and the Charter of the Executive Board.

3. OTHER RESPONSIBILITIES

- 3.1 The chair of the Nomination and Corporate Governance Committee shall report orally on the Committee's deliberations and findings in the next meeting of the Supervisory Board. Minutes of meetings of the Nomination and Corporate Governance Committee shall be sent to all members of the Nomination and Corporate Governance Committee, as well as – unless this is undesired for privacy reasons or otherwise – to the Supervisory Board and the Executive Board.
- 3.2 The Nomination and Corporate Governance Committee shall annually review and assess the adequacy of this Charter.
- 3.3 In the performance of its tasks, the Nomination and Corporate Governance Committee is authorised to gather information or seek advice from the Executive Board, the NN Group Staff departments and/or external advisors.

4. MEETINGS

- 4.1 The Nomination and Corporate Governance Committee shall meet at least four times a year, provided that at least one meeting will be held shortly prior to the Supervisory Board meeting where the Annual Report and the agenda for the annual general meeting of the Company are determined. Meetings can also take place when the chair of the Nomination and Corporate Governance Committee deems it necessary or upon request of the Supervisory Board or the CEO.
- 4.2 Meetings of the Nomination and Corporate Governance Committee shall be convened at least three calendar days before the meeting, save in urgent cases to be determined by the chair of the Nomination and Corporate Governance Committee or when all members of the Nomination and Corporate Governance Committee consent to a shorter notice period.
- 4.3 For every meeting of the Nomination and Corporate Governance Committee at least half of its members need to be present to constitute a valid quorum.
- 4.4 The Nomination and Corporate Governance Committee shall decide who shall be invited to attend its meetings. The Nomination and Corporate Governance Committee may invite other members of the Supervisory Board, and, to discuss specific subjects for which they are responsible, the CEO, Executive Board members and any other staff member who can contribute to the discussion.
- 4.5 The Company shall make a secretary available to the Nomination and Corporate Governance Committee, who, among other things, will take minutes of every meeting.

5. COMPOSITION

- 5.1 The composition of the Nomination and Corporate Governance Committee shall be in such a way so as to make sure that specific expertise relating to human resources, management development, the corporate governance and the business of the Company and its Group Companies is available, with preferably one member having a management development background.
- 5.2 The Nomination and Corporate Governance Committee shall be comprised of at least three members. More than half of the members of the Nomination and Corporate Governance Committee shall be independent within the meaning of the Dutch Corporate Governance Code.
- 5.3 The composition of the Nomination and Corporate Governance Committee is published on the Company's website www.nn-group.com.

Effective as of 27 November 2017.
